



THE UNITED STATES  
CORPORATION  
COMPANY

L99000005417

ACCOUNT NO. : 072100000032

REFERENCE : 358647 5021572

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 285.00

ORDER DATE: August 30, 1999

ORDER TIME : 12:40 PM

ORDER NO. : 358647-005

CUSTOMER NO: 5021572

600002974116--6

CUSTOMER: J. Bennett Grocock, Esq  
GROCOCK & ABRAMSON  
GROCOCK & ABRAMSON  
Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: GREEN EARTH GARDENS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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99 AUG 30 AM 10:47  
TALLAHASSEE, FLORIDA

SL  
8-31-99

ARTICLES OF ORGANIZATION

OF

GREEN EARTH GARDENS, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the "Florida Limited Liability Company Act," do hereby adopt the following Articles of Organization for such company:

Article 1. Name. The name of this Company shall be GREEN EARTH GARDENS, L.C.

Article 2. Duration. The period of this Company's duration shall be perpetual, unless terminated earlier by the unanimous written agreement of all Members.

Article 3. Principal Address. The initial mailing and street address in this state of the principal office of this corporation is 1257 Errol Parkway, Apopka, Florida 32712.

Article 4. Registered Agent and Office. The name and address of the initial Registered Agent and the address of the principal and registered office for this Company are as follows:

Ralph Faircloth, Jr.  
1257 Errol Parkway  
Apopka, Florida 32712

Article 5. Contributions to Capital. The total amount of cash or property contributed to the Company by its Members shall be One Thousand Dollars (\$1,000).

Article 6. Admission of Additional Members and Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

Article 7. Management of Company. The business of the Company shall be managed by an Operating Manager and such other managers as may be elected by the voting Members. The voting Members shall have voting rights in proportion to their contributions to the capital of the Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the voting Members.

The name and address of the initial Operating Manager and initial Member is as follows:

<u>Name</u>	<u>Address</u>
Ralph Faircloth, Jr.	1257 Errol Parkway Apopka, Florida 32712

Article 8. Amendment. The power to adopt, alter, amend or repeal these Articles and the Operating Agreement of this Company shall be vested in the voting Members of the Company.

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CLERK OF DISTRICT COURT  
JANUARY 1970

Article 9. Commencement of Existence. The existence of this Company shall commence on the date these Articles are filed with the Department of State.

Article 10. Continuation of Business. The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member of the Company.

IN WITNESS WHEREOF, the undersigned Member of the Company has hereunto set his hand and seal to these Articles of Organization this 25 day of August, 1999.

  
\_\_\_\_\_  
Ralph Faircloth, Jr.

8/25/99

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Sections 48.091, 608.4062, and 608.415, Florida Statutes, the following is submitted:

That GREEN EARTH GARDENS, L.C., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Organization, at 1257 Errol Parkway, Apopka, Florida 32712, County of Orange, State of Florida, has named Ralph Faircloth, Jr., 1257 Errol Parkway, Apopka, Florida 32712, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Ralph Faircloth, Jr.  
Registered Agent

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TALLAHASSEE, FLORIDA

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### Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of GREEN EARTH GARDENS, L.C., certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$1,000;
3. if any, the agreed value of property other than cash contributed by member(s) is \$0.00;
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000.

  
Ralph Faircloth, Jr.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes and affirmation under the penalties of perjury that the facts stated herein are true.)

  
Ralph Faircloth, Jr.

green earth/affidavit

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